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and Nominal Defendant Coherent, Inc.

**UNITED STATES DISTRICT COURT  
NORTHERN DISTRICT OF CALIFORNIA  
SAN JOSE DIVISION**

In re COHERENT, INC. SHAREHOLDER  
DERIVATIVE ACTION

Lead Case No. C-07-0955-JF

DERIVATIVE ACTION

This Document Related To:

**STIPULATION AND ~~PROPOSED~~  
ORDER**

ALL ACTIONS.

1 WHEREAS, on June 25, 2007, plaintiffs filed a consolidated amended complaint (the  
2 “Complaint”) in this consolidated shareholder derivative action; and

3 WHEREAS, pursuant to the Court’s April 17, 2008 order approving the parties’ stipulated  
4 pleading schedule, the individual defendants filed motions to dismiss the Complaint on May 2,  
5 2008, and plaintiffs filed their oppositions to the motions to dismiss on June 2, 2008; and

6 WHEREAS, pursuant to the parties’ stipulation, this Court entered an order on July 7,  
7 2008 staying this action until October 7, 2008 so that the parties could continue their renewed  
8 settlement discussions; and

9 WHEREAS, the Special Litigation Committee of Coherent’s Board of Directors (the  
10 “SLC”) and plaintiffs have attended two mediation sessions with Justice Howard B. Weiner (Ret.)  
11 and have scheduled a further mediation session with Justice Weiner on October 28, 2008; and

12 WHEREAS, the Parties want to focus their efforts on settlement and avoid unnecessary  
13 litigation expenses and preserve judicial resources; and

14 WHEREAS, in light of the foregoing, the parties have agreed, subject to Court approval,  
15 that the date for defendants to file their reply briefs in support of their motions to dismiss should  
16 be continued until forty (40) days following the date of the further mediation session, in order to  
17 allow the Parties to continue their good faith settlement discussions; and

18 WHEREAS, the agreed upon schedule is not for the purpose of delay, promotes judicial  
19 efficiency, and will not cause prejudice to any party;

20 THEREFORE, IT IS STIPULATED AND AGREED by plaintiffs, defendants and the  
21 SLC, through their undersigned counsel, subject to approval of the Court, as follows:

- 22 1. The existing stay in this action shall continue until October 7, 2008.
- 23 2. The individual defendants’ reply briefs in support of their motions to dismiss shall  
24 be due on December 8, 2008, unless the parties advise the Court that a settlement has been  
25 reached. The parties will not seek or engage in any discovery proceedings prior to that date. The  
26 parties reserve their rights to seek an additional stay at any time, either jointly or separately.
- 27 3. The Case Management Conference currently scheduled for November 7, 2008  
28 should be rescheduled to a later date.

1           4.       By executing this Stipulation, the parties have not waived and expressly retain all  
2 claims, defenses and arguments whether procedural, substantive or otherwise.

3           IT IS SO STIPULATED.

4       Dated: September 25, 2008

\_\_\_\_\_/s/ Kathleen A. Herkenhoff

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1 Dated: September 25, 2008

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19 Dated: September 25, 2008

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1 Dated: September 25, 2008

/s/ Caz Hashemi

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17 Gerald C. Barker, Kevin P. Connors, Robert M.  
18 Gelber and James L. Hobart

19 I, Michael C. Tu, am the ECF user whose ID and password are being used to file this  
20 Stipulation and [Proposed] Order Extending Time to Respond to Complaint. In compliance with  
21 General Order 45(X), I hereby attest that the other signatories have concurred in this filing.

22 /s/ Michael C. Tu

23 Michael C. Tu

24 **ORDER**

25 Pursuant to the parties' stipulation, IT IS SO ORDERED. A Case Management Conference  
26 is set for January 9, 2009 at 10:30 a.m.

27 

28  
HON. JEREMY FOGEL  
UNITED STATES DISTRICT COURT JUDGE

Dated: 9/26/08